

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

FIESTA MART, L.L.C.,)	
)	
<i>Plaintiff,</i>)	CIVIL ACTION NO. 4:18-cv-04704
v.)	
)	Judge Ewing Werlein, Jr.
ACON INVESTMENTS, LLC,)	
)	
<i>Defendant.</i>)	
)	

**JOINT SUBMISSION OF
VERIFIED PROOF OF CITIZENSHIP**

Pursuant to this Court's March 18, 2019 Order (Dkt. No. 15), the Parties hereby submit their Verified Proof of Citizenship listing the identity and citizenship of each Party's members through each layer of the association. Plaintiff Fiesta Mart, L.L.C.'s Verified Proof of Citizenship is attached hereto as Ex. 1, and Defendant ACON Investments, L.L.C.'s Verified Proof of Citizenship is attached hereto as Ex. 2.

Dated: March 26, 2019

Respectfully Submitted and Approved,

s/ Paul Green

Robert A. McNiel
State Bar No. 24043814
Paul Green
State Bar No. 24081405
CALHOUN BHELLA & SECHREST
325 N. Saint Paul Street, Suite 2300
Dallas, Texas 75201
Tel: (214) 981-9200
Fax: (214) 981-9203
rmcniel@cbsattorneys.com
pgreen@cbsattorneys.com

s/ Penny P. Reid

Penny P. Reid
State Bar No. 15402570
Fed. Bar No. 23583
preid@sidley.com
Tiffanie N. Limbrick
tlimbrick@sidley.com
State Bar No. 24087928
Fed. Bar No. 2799856
tlimbrick@sidley.com
SIDLEY AUSTIN LLP
2021 McKinney Ave, Suite 2000

Michael K. Ross
Paul C. Rauser
Alison Van Horn
AEGIS LAW GROUP LLP
Market Square West - Suite 740
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
Tel: (202) 737-3500
Fax: (202) 735-5071
mross@aegislawgroup.com
prauser@aegislawgroup.com
avanhorn@aegislawgroup.com

*Counsel for Defendant ACON
Investments, LLC*

Dallas, Texas 75201
Tel: (214) 981-3300
Fax: (214) 981-3400

Thomas D. Cunningham, *admitted pro hac vice*
tcunningham@sidley.com
SIDLEY AUSTIN LLP
One South Dearborn Street
Chicago, IL 60603
Tel: (312) 853-7000
Fax: (312) 853-7036

Counsel for Plaintiff Fiesta Mart, L.L.C.

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Joint Submission of Verified Proof of Citizenship was served on the following counsel of record by electronically filing it with the Clerk of the Court using the CM/ECF system on March 26, 2019.

Michael K. Ross
Paul C. Rauser
Alison Van Horn
AEGIS LAW GROUP LLP
Market Square West - Suite 740
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
Tel: (202) 737-3500
Fax: (202) 735-5071
mross@aegislawgroup.com
prauser@aegislawgroup.com
avanhorn@aegislawgroup.com

Robert A. McNiel
State Bar No. 24043814
Paul Green
State Bar No. 24081405
CALHOUN BHELLA & SECHREST
325 N. Saint Paul Street, Suite 2300
Dallas, Texas 75201
Tel: (214) 981-9200
Fax: (214) 981-9203
rmcniel@cbsattorneys.com
pgreen@cbsattorneys.com

*Counsel for Defendant ACON Investments,
LLC*

s/ Tiffanie N. Limbrick

Tiffanie N. Limbrick

EXHIBIT 1

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

FIESTA MART, L.L.C.,)	
)	
<i>Plaintiff,</i>)	CIVIL ACTION NO. 4:18-cv-04704
v.)	
)	Judge Ewing Werlein, Jr.
ACON INVESTMENTS, LLC,)	
)	
<i>Defendant.</i>)	
)	

**PLAINTIFF’S VERIFIED
PROOF OF CITIZENSHIP**

Pursuant to this Court’s March 18, 2019 Order (Dkt. 15), Plaintiff Fiesta Mart L.L.C. submits this Verified Proof of Citizenship identifying the citizenship of all of Plaintiff’s members through each layer of the association.

1. Fiesta Mart, L.L.C. is a Texas limited liability company.
2. Fiesta Mart, L.L.C.’s sole member is Fiesta Mart Holdings, L.L.C., a Delaware limited liability company.
3. Fiesta Mart Holdings, L.L.C.’s sole member is Fiesta Mart Investments, L.L.C. (“FMI”), a Delaware limited liability company.
4. FMI has three members.
5. FMI’s first member is Bodega Latina Corporation (“Bodega”), a Delaware corporation with its principal place of business in California.
6. FMI’s second member is Fiesta Investors, L.L.C., a Delaware limited liability company. In turn, Fiesta Investors, L.L.C.’s sole member is Bodega.
7. FMI’s third and final member is Fiesta Investors Holdings, L.L.C., a Delaware limited liability company. In turn, Fiesta Investors Holdings, L.L.C.’s sole member is Bodega.

Dated: March 26, 2019

Respectfully submitted,

SIDLEY AUSTIN LLP

/s/ Penny P. Reid

Penny P. Reid

Fed. Bar No. 23583

Texas State Bar No. 15402570

preid@sidley.com

Tiffany N. Limbrick

tlimbrick@sidley.com

State Bar No. 24087928

Fed. Bar No. 2799856

SIDLEY AUSTIN LLP

2021 McKinney Ave, Suite 2000

Dallas, Texas 75201

(214) 981-3300 (Telephone)

(214) 981-3400 (Facsimile)

Thomas D. Cunningham, *admitted pro hac vice*

tcunningham@sidley.com

SIDLEY AUSTIN LLP

One South Dearborn Street

Chicago, IL 60603

(312) 853-7000 (Telephone)

(312) 853-7036 (Facsimile)

**COUNSEL FOR PLAINTIFF
FIESTA MART, L.L.C.**

VERIFICATION OF PLAINTIFF'S PROOF OF CITIZENSHIP

I, Josemaria Angulo, verify and declare under penalty of perjury that the facts stated in the foregoing Plaintiff's Verified Proof of Citizenship are true and correct.

Executed on March 21, 2019.



Josemaria Angulo

EXHIBIT 2

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
Houston Division**

FIESTA MART, LLC,

Plaintiff,

v.

ACON INVESTMENTS, L.L.C.,

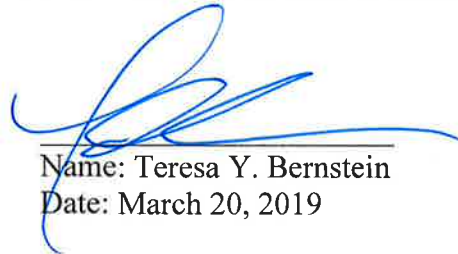
Defendant.

Civil Action No. 4:18-cv-04704

VERIFICATION AS TO ACON INVESTMENTS, L.L.C.

I, Teresa Y. Bernstein, Chief Operating Officer, General Counsel, and Chief Compliance Officer of ACON Investments, L.L.C., do solemnly declare and affirm under penalty of law that to the best of my knowledge, information, and belief:

1. ACON Investments, L.L.C. has only three members, all three of whom are natural persons domiciled in Maryland.



Name: Teresa Y. Bernstein
Date: March 20, 2019